

## BUCKEYE CARIBBEAN TERMINALS, LLC

*Celebrating 125 Years of Service*  
1886 - 2011

April 8, 2011

Carretera 901 Km 2.7  
Bo Camino Nuevo  
P.O. Box 186  
Yabucoa, Puerto Rico 00767-0186  
Tel (787) 893-2424  
Fax (787) 893-3111

**#7008 1140 0000 1565 3944**  
**VIA CERTIFIED MAIL**  
**RETURN RECEIPT REQUESTED**

Mr. Jeff Gratz  
Chief, Clean Water Regulatory Branch, 24th Floor  
Division of Environmental Planning and Protection  
U.S. Environmental Protection Agency, Region 2  
290 Broadway  
New York, New York 10007-1866

**RE: Administrative Compliance Order**  
**Docket No. CWA-02-2011-3110**  
**NPDES Permit No. PR0000400**

Dear Mr. Gratz:

Pursuant to Paragraph 4 of Page 6 of the order provisions of the above referenced Administrative Order, Buckeye Caribbean Terminal, LLC (BCT) is hereby submitting the following information:

- a) Names of BCT's officers and authorized representatives (Appendix 1).
- b) Copy of the transfer of ownership between Shell and BCT (Appendix 2).
- c) Detailed description of the current operations at the facility (Appendix 3).
- d) Detailed description of any planned changes that will occur at the facility during the next three years (Appendix 4).

I certify under penalty of law that this document and all attachments were prepared under my direction or supervision in accordance with a system designed to assure that qualified personnel properly gathered and evaluated the information submitted. Based on my inquiry of the person or persons who manage the system, or those persons directly responsible for gathering the information, the information submitted is, to the best of my knowledge and belief, true, accurate, and complete. I am aware that there are significant penalties for submitting false information, including the possibility of fine and imprisonment for knowing violations.

Cordially,

Hans Rutzen  
Director Terminal Operations

April 8, 2011

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c: Mr. Roberto Ayala  
**#7008 1140 0000 1565 3968**  
Director, Water Quality Area  
Environmental Quality Board  
P.O. Box 11488  
San Juan, Puerto Rico 00910

Eng. José Rivera (via electronic mail correspondence and certified mail)  
**#7008 1140 0000 1565 3951**  
U.S. Environmental Protection Agency  
Caribbean Environmental Protection Division

**Appendix 1 to April 8, 2011 Letter To Mr. Jeff Gratz**  
**Administrative Compliance Order**  
**Docket No. CWA-02-2011-3110**  
**NPDES Permit No. PR0000400**

**Buckeye Caribbean Terminal LLC officers**

**Board of Directors:**

Forrest E. Wylie  
Clark C. Smith

**Officers:**

Forrest E. Wylie	Chairman and Chief Executive Officer
Clark C. Smith	President and Chief Operating Officer
Jeremiah J. Ashcroft III	Vice President, Field Operations
Jeffrey I. Beason	Vice President and Controller
Jodie P. Butz	Division Controller, Pipelines, Terminals and Consolidated Operations
Michael W. Hugetz	Assistant Treasurer
Robert T. Ingalls	Vice President, Terminal Commercial Operations
Robert A. Malecky	Vice President, Customer Services
Khalid A. Muslih	Vice President, Corporate Development
Todd J. Russo	Deputy General Counsel and Secretary
Joseph M. Sauger	Vice President, Technical Services
William H. Schmidt, Jr.*	Vice President and General Counsel
Keith E. St.Clair**	Senior Vice President and Chief Financial Officer
W. Wayne St. Claire	Vice President, Human Resources

\* William H. Schmidt, Jr. has the authority to acts as Secretary of the Board of Directors.

\*\* Keith E. St.Clair acts as Treasurer

Note: Ms. E. Carlisle Sewell (Director, Tax) is deemed Officer for Tax, U.S. Custom and Border Protection Matters



## **BUCKEYE PARTNERS, L.P.**

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Five TEK Park  
9999 Hamilton Boulevard  
Breinigsville, Pennsylvania 18031  
Tel (610) 904-4000  
Fax (610) 904-4541

### **DELEGATION OF AUTHORITY**

The undersigned, Robert T. Ingalls, V.P., Terminal Commercial Operations, of Buckeye Caribbean Terminals, LLC., a limited liability company duly organized under the laws of the Commonwealth of Puerto Rico (the "Company"), which owns and operates a petroleum terminal facility located at Puerto Rico Road No. 901, Km. 2.7, Camino Nuevo Ward, Yabucoa, Puerto Rico, hereby designates and authorizes the Director, Operations, Buckeye Caribbean Terminals, LLC. (BCT) (currently Mr. Hans Rutzen), to do any and all of the following acts and things in the name and on behalf of the Company:

1. To execute and deliver application forms to any federal, Commonwealth of Puerto Rico, municipal or local governmental authority for permits, licenses, authorizations, variances, modifications, amendments, and any other such instruments, or for authority or permission to construct, modify, and/or operate any equipment or facilities for control, protection and/or improvement of the environment, located or to be located, at the Facility.
2. To approve the provision of any compliance program, project-completion schedule, or similar document relating to construction, modification and/or operation of any such equipment at the Facility.
3. To execute all reports and documents required by any permit, license or authorization issued to the Facility or under applicable law.
4. To execute and deliver any other documents and do any other acts in connection with the foregoing that as the Director, Operations BCT may deem advisable in the normal course of business.
5. To sub-delegate or further grant to responsible individuals authority in these matters, to the extent permissible by law.

The performance of the above duties by the Director, Operations BCT shall be regarded as conclusive evidence of the agreement of the Company to, and its approval of, the terms thereof.

DELEGATION OF AUTHORITY  
PAGE 2

The Company declares that in relation to the person, and any subsequent person, occupying the abovementioned position (Director, Operations BCT) this Delegation of Authority shall be automatically revoked if he or she ceases to be an agent or employee of the Company.

IN WITNESS WHEREOF, I subscribe this document on this 7<sup>th</sup> day of April 2011.

A handwritten signature in black ink, appearing to read 'R. Ingalls', is written over a horizontal line.

Robert T. Ingalls  
V.P., Terminal Commercial Operations

**Appendix 2 to April 8, 2011 Letter To Mr. Jeff Gratz  
Administrative Compliance Order  
Docket No. CWA-02-2011-3110  
NPDES Permit No. PR0000400**

**Transfer of Ownership Between Shell and BCT**

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INCORPORATED UNDER THE LAWS OF THE COMMONWEALTH OF PUERTO RICO

20,000

# SHELL CHEMICAL YABUCCOA, INC.

TOTAL AUTHORIZED ISSUE  
20,000 SHARES PAR VALUE \$.01 EACH  
COMMON STOCK

See Reverse for  
Certain Definitions

This is to Certify that Shell Caribbean Investments Limited is the owner of

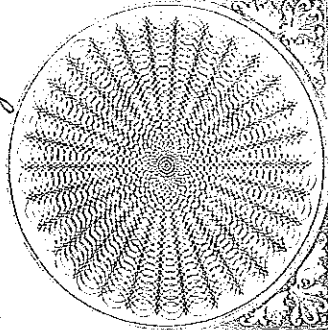
Twenty Thousand (20,000)

*fully paid and non-assessable shares of the above Corporation transferable only on the books of the Corporation by the holder hereof in person or by duly authorized Attorney upon surrender of this Certificate properly endorsed.*

Witness, the seal of the Corporation and the signatures of its duly authorized officers.

Dated March 5, 2008

  
SECRETARY



  
PRESIDENT

The following abbreviations, when used in the inscription on the face of this certificate, shall be construed as though they were written out in full according to applicable laws or regulations:

TEN COM - as tenants in common

TEN ENT - as tenants by the entireties

JT TEN - as joint tenants with right of survivorship and not as tenants in common

Additional abbreviations may also be used though not in the above list

UNIF TRANSFERS MIN ACT.....Custodian .....  
(Cust) (Minor)  
under Uniform Transfers to Minors  
Act.....  
(State)

For value received Shell Caribbean Investments Limited hereby sell, assign and transfer unto

PLEASE INSERT SOCIAL SECURITY OR OTHER  
IDENTIFYING NUMBER OF ASSIGNEE

Buckeye Caribbean Holdings Limited

(PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS INCLUDING POSTAL ZIP CODE OF ASSIGNEE)

Twenty Thousand (20,000)

*Shares*  
represented by the within Certificate, and do hereby irrevocably  
constitute and appoint

*Attorney*  
to transfer the said Shares on the books of the within named  
Corporation with full power of substitution in the premises.

Dated December 10, 2010

*In presence of*

Shell Caribbean Investments Limited

*[Signature]*

C. W. Grant  
Director

NOTICE: THE SIGNATURE TO THIS ASSIGNMENT MUST CORRESPOND WITH THE  
NAME AS WRITTEN UPON THE FACE OF THE CERTIFICATE IN EVERY PARTICULAR  
WITHOUT ALTERATION OR ENLARGEMENT OR ANY CHANGE WHATSOEVER.



INCORPORATED UNDER THE LAWS OF THE COMMONWEALTH OF PUERTO RICO

# SHELL CHEMICAL YABUCOA, INC.

**TOTAL AUTHORIZED ISSUE**  
20,000 SHARES PAR VALUE \$.01 EACH  
COMMON STOCK

See Reverse for  
Certain Definitions

This is to Certify that Shell Caribbean Investments Limited is the owner of

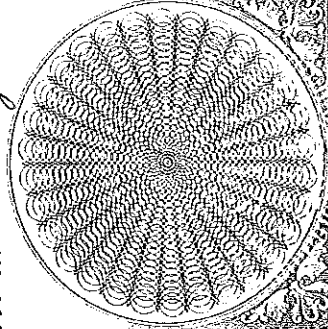
Twenty Thousand (20,000)

fully paid and  
*non-assessable shares of the above Corporation transferable only on the books of the Corporation by the holder hereof in person or by duly authorized Attorney upon surrender of this Certificate properly endorsed.*

*Witness, the seal of the Corporation and the signatures of its duly authorized officers.*

Dated December 28, 2001

  
SECRETARY



  
PRESIDENT

The following abbreviations, when used in the inscription on the face of this certificate, shall be construed as though they were written out in full according to applicable laws or regulations:

TEN COM - as tenants in common

UNIF TRANSFERS MIN ACT.....Custodian .....

TEN ENT - as tenants by the entireties

(Cust) (Minor)

JT TEN - as joint tenants with right of survivorship and not as tenants in common

under Uniform Transfers to Minors Act.....  
(State)

Additional abbreviations may also be used though not in the above list

For value received 1 Shell Caribbean Investments Limited hereby sell, assign and transfer unto

PLEASE INSERT SOCIAL SECURITY OR OTHER IDENTIFYING NUMBER OF ASSIGNEE

Buckeye Caribbean Holdings Limited

(PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS INCLUDING POSTAL ZIP CODE OF ASSIGNEE)

Twenty Thousand (20,000)

Shares  
represented by the within Certificate, and do hereby irrevocably constitute and appoint

Attorney  
to transfer the said Shares on the books of the within named Corporation with full power of substitution in the premises.

Dated December 10, 2010  
In presence of

Shell Caribbean Investments Limited

C.W. Grant  
Director

NOTICE: THE SIGNATURE TO THIS ASSIGNMENT MUST CORRESPOND WITH THE NAME AS WRITTEN UPON THE FACE OF THE CERTIFICATE IN EVERY PARTICULAR WITHOUT ALTERATION OR ENLARGEMENT OR ANY CHANGE WHATSOEVER.

**Appendix 3 to April 8, 2011 Letter To Mr. Jeff Gratz**  
**Administrative Compliance Order**  
**Docket No. CWA-02-2011-3110**  
**NPDES Permit No. PR0000400**

**DESCRIPTION OF BCT TERMINAL OPERATION**

Buckeye Caribbean Terminals LLC (BCT) operates a Terminal Complex (the Terminal) located at State Road No. 901, Km 2.7, Yabucoa, Puerto Rico, approximately latitude 18° 02' 54.3 N longitude 65° 50' 52.8" W. The Terminal Complex is comprised of a tank farm, two docks (the main dock and the barge dock), a truck loading rack and wastewater treatment units located at the Terminal, all of which are in operation.

BCT Terminal is engaged in the fuels terminal business in Puerto Rico. As such, BCT leases fuel storage capacity for its customers' imports of finished fuel products (gasoline, diesel, jet fuel, kerosene, and fuel oil) and fuel components for blending and for their sale to the Puerto Rico and regional markets. The Terminal also has the capacity to receive, load and store crude oil. Products handled at the Terminal are typically received by marine vessels at the terminal loading docks. A small volume of product is delivered to the Terminal by cargo truck. Product is transferred through dedicated product pipelines from the marine vessel at the vessel dock, or from the cargo trucks to bulk aboveground tanks located within the Terminal Tank Farm. BCT supplies all its customers' products from the Puerto Rico truck loading rack and the dock facilities.

The Terminal operates continuously 24 hours a day, seven days per week, in three shifts. It maintains full-time employment for approximately 20 BCT employees. In addition, there are approximately 45 contractor jobs directly dependent on the operation of the Terminal. Indirect employment from this operation is estimated at over 300 jobs.

**Wastewater Treatment Units**

Wastewater treatment facilities are located in both the Plant Area and the Tank Farm, due to the overall layout of the plant and the about one mile distance between these two areas. To process the refinery area contact storm water that falls over the shutdown refinery foot print, the wastewater treatment unit in the Plant Area provides primary treatment for oil recovery by means of a 3 -Cells API unit. This waste water unit also provides secondary biological treatment in a complete mixing activated sludge system. The stream from the secondary biological treatment passes through a clarifier unit for further separation of solids and organic materials. Such treated water effluent is combined with the treated effluent from the sanitary wastewater treatment unit (DAVCO), and discharged into the Tank Farm Fire Basin.

The Tank Farm area is divided in two sections (east and west corridors). Both corridors are equipped with a dedicated 2-cell API separator used to treat water drained from the tanks and storm waters collected in the dikes. The effluent from both separators is pumped to and treated at a WEMCO depurator unit which employs mechanically –induced air flotation to separate solids, oils or organic materials from the stream and then pumped to the Ballast Basin. Treated waters from the Ballast Basin depending on the operation are pumped to the Plant Area waste water unit for further treatment or to the Fire Water Basin. The treated water in the Fire Water Basin is combined with effluent from the Plant Area treated waste water which overflows to the Outfall Basin. Effluent samples are collected at the outfall authorized discharge 001 sample point for analysis according to the NPDES permit. The treated water is then discharged to the Caribbean Sea through the NPDES authorized outfall 001 pipeline.

### **Storm Water**

Storm water runoff from the non contacts areas are collected in a Flood Control Pond (FCP). Storm water reaches the FCP via two distinct channels the west and the east channels. Storm water in the FCP can be pumped into the wastewater treatment plant or discharged through the NPDES authorized outfall 002.

### **Marine Loading/Unloading, Tank Farm and Truck Loading Areas**

The marine dock operates 24 hours per day, 7 days per week. This facility is equipped with a tanker dock, a barge dock, and a tug dock. The tanker dock is equipped with eight (8) marine steel loading arms used to load/unload Products from marine vessels. The barge dock is equipped with two (2) steel loading arms used to load/unload Products from marine barges.

Products are stored in aboveground storage tanks. The Facility has a total storage capacity of 4,624,862 Bbls with an average storage volume of 2,857,178 barrels. Average Daily Throughput is approximately 70,000 barrels per day. There are a total of 46 aboveground storage tanks. The capacity of the largest tank is 315,000 Bbls.

Product transfers are mainly conducted from the Tank Farm tanks to the Truck Loading Rack, where the Products are loaded into tank trucks to be transported to BCT's customer designated destination. The loading rack is used for loading gasoline with vacuum assisted vapor recovery. It can also be used to load heavier Products, such as diesel fuel, kerosene, jet fuel, and fuel oils.

### **Refinery (Shutdown)**

The refinery process units were shutdown since July 2008. The units were decontaminated with nitrogen, steam and water and preserved after the shutdown

event. On October 15, 2010 Shell Chemical Yabucoa Inc relinquished the air emissions and all Title V operating permit's application coverage for the process refining units. BCT will not operate or restart the operations of the Refinery.

**Appendix 4 to April 8, 2011 Letter To Mr. Jeff Gratz**  
**Administrative Compliance Order**  
**Docket No. CWA-02-2011-3110**  
**NPDES Permit No. PR0000400**  
**Planned Changes during the Next Three Years**

**A. Terminal Operations**

To the best of our knowledge, BCT does not have any projected or planned changes to the terminal operations that would change the characterization of the effluents of these operations for the next three years (2011-2012, 2012-2013, 2013-2014).

**B. Refinery**

Pursuant to Consent Decree (Civil Action Case No. 3:10-cv-1268) entered into in the case United States of America v. Shell Chemical Yabucoa, Inc., the refinery process units and their associated emissions units at the Refinery has been shut down and shall not operate nor restart any refinery process units or associated emission units at the Refinery. Shell has informed BCT that is currently planning to conduct the following activities at the refinery:

Commence and conduct dismantlement of the Refinery process units

- Asbestos, Lead, Product, and Waste Characterization and Abatement activities
- Dismantle and Demolition
  - Recycling and Salvage Tanks, Process Units, Underground Sewer System, Wastewater Treatment Systems, Concrete Pads

Commence closure of the RCRA Storage Area

Refinery Footprint Soil Management

- Soil Characterization (Process Area)
- Corrective Actions, as necessary

Commence Refinery Waste Water Treatment Plant Closure

Conduct Site Grading for Drainage

BCT will not operate or restart the operations of the Refinery. To the best of our knowledge, these activities will last for at least 5 years period.